

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11  
Case No. 12-22052 (RDD)

**HOSTESS BRANDS, INC. *et al.*,**

Jointly Administered

Debtors.  
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**SUPPLEMENTAL DECLARATION OF MICHAEL A. CRABTREE IN SUPPORT OF  
MOTION OF THE CENTRAL PENSION FUND FOR ENTRY OF AN ORDER  
ALLOWING AND DIRECTING PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Michael A. Crabtree, pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury that the foregoing is true and correct based on my personal knowledge and, where applicable, information and belief:

1. I am Fund Counsel for the Central Pension Fund of the International Union of Operating Engineers and Participating Employers (the “Central Pension Fund” or “Fund”). On or about April 2, 2012, I previously submitted a declaration, dated April 2, 2012 [ECF Dkt. No. 596] (the “Declaration”), in support of the *Motion of the Central Pension Fund for Entry of an Order Allowing and Directing Payment of Administrative Expense Claim* (the “Motion”), by which the Fund seeks entry of an order of the Bankruptcy Court, pursuant to §§ 503(b)(1)(A), 507(a)(2) and 1113(f) of Title 11 of the United States Code (the “Bankruptcy Code”), allowing, and directing Hostess Brands, Inc. *et al.* (the “Debtors”) to pay, its administration expense claim for unpaid post-petition pension contributions due and owing under various collective bargaining agreements and the related Central Pension Fund participating agreements (collectively, the “CBAs”) with certain local unions of the International Union of Operating Engineers, AFL-CIO (the “IUOE”) [ECF Dkt. No. 595].

2. I submit this supplemental declaration in further support of the Motion in order to put into the record true and correct copies of the CBAs<sup>1</sup> and related agreements.

3. As stated in the Declaration, pursuant to the terms of the CBAs, the Debtors are obligated to contribute to the Fund on behalf of the employees represented by the IUOE at a specified rate per hour worked or paid.

4. Attached hereto as **Exhibit 1** is a true and correct copy of the *Collective Bargaining Agreement by and between Interstate Brands Corporation and the IUOE, Local 101, Springfield, MO Engineers* and related extension agreements (the "Local 101 CBA"). Pursuant to Article 15 of the Local 101 CBA, the Debtors agreed to be bound by the terms of a certain *Agreement and Declaration of Trust* establishing the Central Pension Fund, entered into as of September 7, 1960 as amended which was restated by that certain *Restated Agreement and Declaration of Trust of the Central Pension Fund of the International Union of Operating Engineers and Participating Employers*, dated January 16, 2004, now in effect, a true and correct copy of which is attached hereto as **Exhibit 2** (the "Declaration of Trust"). Also included with **Exhibit 1** is a true and correct copy that certain *Participation Agreement*, dated April 24, 2004, related to the Local 101 CBA, also obligating Debtors to the terms of the Declaration of Trust.

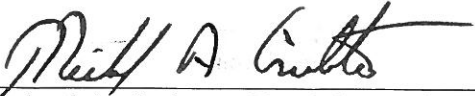
5. Attached hereto **Exhibit 3** is a true and correct modification agreement to the CBA between the Debtors and IUOE Local 399, entered into as of June 2008. Also included with Exhibit 3 is a true and correct copy of the renewed *Participation Agreement* by and between the Debtors and IUOE Local 399, dated as of September 11, 2008, under which the Debtors agreed to be bound by the terms of the Declaration of Trust as it relates to the Local 399 CBA.

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<sup>1</sup> Unless defined herein, all capitalized terms shall have the meanings ascribed to them in the Declaration.

6. Attached as **Exhibit 4** is a true and correct copy of the CBA dated as of May 16, 2004 by and between the Debtors and IUOE Local 627 and related extensions (the "Local 627 CBA"). Pursuant to Article XIV of the Local 627 CBA, the Debtors agreed to be bound by the terms of the Declaration of Trust.

Dated: May 8, 2012

  
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Michael A. Crabtree, Fund Counsel